

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

STEVEN THARP, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

v.

ACACIA COMMUNICATIONS, INC.,  
MURUGESAN SHANMUGARAJ, and JOHN  
F. GAVIN,

Defendants.

No. 17-cv-11504-WGY  
(LEAD DOCKET)

**JOINT MOTION TO STAY  
DERIVATIVE CASES AND SET  
SCHEDULE FOR PRELIMINARY  
SETTLEMENT APPROVAL**

KAREN COLGAN, Derivatively on Behalf of  
ACACIA COMMUNICATIONS, INC.,

Plaintiff,

v.

MURUGESAN SHANMUGARAJ, BENNY P.  
MIKKELSEN, JOHN F. GAVIN, FRANCIS J.  
MURPHY, BHUPENDRA C. SHAH,  
CHRISTIAN J. RASMUSSEN, MEHRDAD  
GIVEHCHI, VINCENT T. ROCHE, STAN J.  
REISS, ERIC A. SWANSON, PETER Y.  
CHUNG, and JOHN RITCHIE,

Defendants,

and

ACACIA COMMUNICATIONS, INC.,

Nominal Defendant.

No. 17-cv-12350-WGY

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JONATHAN WONG, Derivatively on Behalf of  
ACACIA COMMUNICATIONS, INC.,

Plaintiff,

v.

MURUGESAN SHANMUGARAJ, JOHN F.  
GAVIN, BENNY P. MIKKELSEN, FRANCIS  
J. MURPHY, BHUPENDRA C. SHAH,  
CHRISTIAN J. RASMUSSEN, MEHRDAD  
GIVEHCHI, ERIC A. SWANSON, STAN J.  
REISS, PETER Y. CHUNG, JOHN RITCHIE,  
and VINCENT T. ROCHE,

Defendants,

and

ACACIA COMMUNICATIONS, INC.,

Nominal Defendant.

No. 17-cv-12550-WGY

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SANDRA FARAH-FRANCO and RUSSELL  
GOURLEY, Derivatively on Behalf of Nominal  
Defendant ACACIA COMMUNICATIONS,  
INC.,

Plaintiffs,

v.

MURUGESAN SHANMUGARAJ, BENNY P.  
MIKKELSEN, PETER Y. CHUNG, STAN J.  
REISS, JOHN RITCHIE, VINCENT T.  
ROCHE, ERIC A. SWANSON, JOHN F.  
GAVIN, MEHRDAD GIVEHCHI, FRANCIS J.  
MURPHY, CHRISTIAN J. RASMUSSEN, and  
BHUPENDRA C. SHAH,

Defendants,

and

ACACIA COMMUNICATIONS, INC.,

Nominal Defendant.

No. 18-cv-10465-WGY

The parties to the above-captioned consolidated derivative actions have reached an agreement in principle to settle these actions, which is subject to the preparation of a final settlement agreement and Court approval. Accordingly, the parties, by and through their respective counsel, hereby respectfully request that the Court stay these actions while the parties prepare a final settlement agreement and motion for preliminary approval of the settlement. As grounds for this motion, the parties state as follows:

1. By Order dated April 30, 2018 (ECF No. 163), the Court appointed Karen Colgan, Sarah Farah-Franco, and Russell Gourley as Co-Lead Plaintiffs (“Co-Lead Plaintiffs”) for the above-captioned derivative actions (the “Derivative Actions”), which the Court has consolidated with and into *Tharp v. Acacia Communications, Inc.*, No. 17-CV-11504-WGY.

2. On May 30, 2018, Co-Lead Plaintiffs filed a Consolidated Amended Verified Shareholder Derivative Complaint (“Amended Derivative Complaint”) (ECF No. 167). The Defendants’ current deadline to move to dismiss, answer, or otherwise respond to the Amended Derivative Complaint is July 30, 2018, and the Court has scheduled a hearing for September 27, 2018 on any pending motion to dismiss (ECF No. 173).

3. Another Acacia shareholder has pursued litigation in connection with his demand to inspect certain of Acacia’s books and records pursuant to 8 *Del. C.* § 220 (*Silberberg v. Acacia Commc’ns, Inc.*, No. 2018-0262-TMR (Del. Ch.) (the “Silberberg Action”)), and the parties understand that Silberberg is considering pursuing derivative claims in the Delaware Court of Chancery and/or seeking to intervene in the Derivative Actions.

4. On June 15, 2018, the Court issued a Memorandum and Order in the related and consolidated *Tharp* securities class action, in which the Court dismissed all claims in the securities class action with prejudice (ECF No. 168).

5. On July 19, 2018, the parties to the Derivative Actions and the Silberberg Action participated in a mediation and reached an agreement in principle to settle those actions.

6. The settlement is subject to negotiation and execution of a final settlement agreement and Court approval, pursuant to Federal Rule of Civil Procedure 23.1(c).

7. The parties also expect to negotiate Plaintiffs’ request for attorneys’ fees. If the parties are unable to reach agreement, then the Plaintiffs will petition the Court for an award of fees.

8. The parties require additional time to prepare a final settlement agreement and motion for preliminary approval of the settlement, which the parties intend to file or on before August 31, 2018.

For all of these reasons, the parties respectfully request that the Court stay the Derivative Actions while the parties prepare a final settlement agreement and motion for preliminary approval of the settlement, to be filed on or before August 31, 2018.

DATED: July 27, 2018

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*Co-Lead Counsel for Derivative Plaintiffs*

DATED: July 27, 2018

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*Co-Lead Counsel for Derivative Plaintiffs*

DATED: July 27, 2018

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and Vincent T. Roche*

**IT IS SO ORDERED.**

DATED: \_\_\_\_\_

\_\_\_\_\_  
Hon. Judge William G. Young  
United States District Judge

**CERTIFICATE OF SERVICE**

I, Peter J. Kolovos, hereby certify that this document filed through the CM/ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing on this 27th day of July, 2018.

/s/ Peter J. Kolovos  
Peter J. Kolovos